

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Alma Gold Inc. (the “Company”)
Suite 810 – 789 West Pender Street
Vancouver, BC V6C 1H2

Item 2 Date of Material Change

February 22, 2021

Item 3 News Release

The news release was disseminated on February 23, 2021 by way of the facilities of Accesswire and was subsequently filed on SEDAR with the applicable securities commission.

Item 4 Summary of Material Change

The Company announced the appointment of Mr. Gregory Isenor as a Director of the Company.

Item 5 Full Description of Material Change

Item 5.1 Full Description of Material Change

Please see attached news release dated February 23, 2021.

Item 5.2 Disclosure for Restructuring Transactions

Not Applicable

Item 6 Reliance on subsection 7.1(2) or (3) of National Instrument 51-102

Not applicable.

Item 7 Omitted Information

Not applicable.

Item 8 Executive Officer

Ryan Kalt, Director
Business Telephone: 604-687-2038
Facsimile: 604-687-3141

Date of Report

February 23, 2021



Alma Gold Inc. Appoints Greg Isenor to Board of Directors

Vancouver, British Columbia, February 23, 2021 – Alma Gold Inc. (“**Alma Gold**” or the “**Corporation**”), is pleased to announce that the Corporation has appointed Mr. Greg Isenor to its Board of Directors, effective February 22, 2021.

“Mr. Isenor is an experienced mining executive with a proven tier-one track-record of success. As a resident of Canada’s Maritimes, Mr. Isenor is well situated to contribute to our Clarence Stream North Project located in that part of the country, as well as to help Alma Gold advance its newly-acquired Karita Gold subsidiary, of which he was the founder. As a result of our acquisition of Karita Gold, Mr. Isenor has recently become one of our largest shareholders and I believe his decision to join the Alma Gold board speaks to our shared vision to build long-term shareholder value,” stated Ryan Kalt, Chairman and Chief Executive Officer of Alma Gold.

Mr. Isenor is currently the Vice-Chairman of Roscan Gold Corporation. Prior thereto, he served as President, CEO and Director (2005 to 2017) of Merrex Gold Inc., up until Merrex was acquired by IAMGOLD Corporation. During that time, Merrex discovered two significant gold deposits in Mali (West Africa): the Siribaya deposit; and, with joint venture partner IAMGOLD, the Diakha deposit. Previously, Mr. Isenor was the President, CEO and Director (2003 to 2005) of Jilbey Gold Exploration Ltd., until Jilbey was acquired by High River Gold Mines Limited. During Mr. Isenor’s time with Jilbey, Mr. Isenor led the team that identified the Bissa gold deposit in Burkina Faso (West Africa), which was placed into production by Nord Gold SE.

Mr. Isenor holds a B.Sc. Geology, (1970) from Acadia University and is a member of the Association of Professional Geologists of Nova Scotia.

Closing of the Transaction with Karita Gold Corp.

Further to the Company's news release dated February 16, 2021 and further to a Material Change Report dated February 22, 2021 and filed on same date by the Company through SEDAR, the Company confirms that its previously announced transaction to acquire Karita Gold Corp. in exchange for 30 million common shares closed with an effective date of February 19, 2021. As a result, Karita Gold Corp. is now a wholly-owned subsidiary of Alma Gold.

As of the date hereof, Alma Gold has 60,245,625 common shares issued and outstanding.

About Alma Gold Inc.

Alma Gold Inc. is a privately-held reporting issuer based in Vancouver, British Columbia. The company was spun-out from Red Lake Gold Inc. (CSE:RGLD) in 2020. Alma Gold Inc. owns a 100%, royalty-free interest in the Clarence Stream North Gold Project, located in the emerging Clarence Stream Gold District in southwest New Brunswick, Canada. Alma Gold Inc. is also exploring for gold in West Africa through its subsidiary, Karita Gold Corp. For more information on Alma Gold Inc., please visit www.AlmaGold.ca.

On Behalf of the Board of Directors

Ryan Kalt
Chairman & Chief Executive Officer
Alma Gold Inc.
Email: info@almagold.ca

Forward-Looking Statements

This news release contains forward-looking statements. Forward-looking statements address future events and conditions and therefore, involve inherent risks and uncertainties. Actual results may differ materially from those currently expected or forecast in such statements.